

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

KONINKLIJKE PHILIPS ELECTRONICS
N.V. and U.S. PHILIPS CORPORATION,

Plaintiffs,

v.

CINRAM INTERNATIONAL INC.,
CINRAM INC., CINRAM
MANUFACTURING INC., and John Does
No. 1 through 100,

Defendants.

Civil Action No.08-cv-0515
(CLB)(MDF)

ECF Case

**NOTICE OF MOTION
AND DEFENDANTS'
MOTION FOR LEAVE
TO FILE A SECOND
AMENDED ANSWER TO
PLAINTIFFS' FIRST
AMENDED COMPLAINT**

PLEASE TAKE NOTICE defendants Cinram International Inc., Cinram Inc., and Cinram Manufacturing Inc. ("Cinram"), by their undersigned counsel, will move this Court on June 13, 2008 or as soon thereafter as counsel may be heard, at the United States Courthouse at 300 Quarropas Street in White Plains, New York, before the Honorable Charles L. Brieant, United States District Judge, for an Order pursuant to Rule 15(a) of the Federal Rules of Civil Procedure granting defendants' Motion For Leave To File a Second Amended Answer To Plaintiffs' First Amended Complaint.

Cinram's motion for leave to file its Second Amended Answer and Counterclaims (Exh. 1 to Carbo Declaration) should be granted because Cinram's proposed Second Amended Answer and Counterclaims states additional facts concerning the conduct of plaintiffs that further support defendants' counterclaim causes of action, and would likely

moot plaintiffs' pending motion to dismiss. This case is at an early stage, well before the scheduled date for adding or dropping parties, and will not be unduly delayed. Accordingly, there can be no undue prejudice to plaintiffs.

Cinram has not previously requested leave to amend because their (First) Amended Answer and Counterclaim (Exh. 4) was filed as of right, and there has been no prior failure of Cinram to cure deficiencies by amendment.

This Motion is based upon the accompanying Memorandum, Declaration of Gregory Carbo and exhibits thereto, plaintiffs' Motion to Dismiss (Dkts 21-24) and the remaining papers and pleadings previously filed in this action.

Dated: May 12, 2008

Respectfully submitted,

/s/ William E. Pelton
Ivan Kavrukov
William E. Pelton
Tonia A. Sayour
Gregory J. Carbo
COOPER & DUNHAM LLP
1185 Avenue of the Americas
New York, New York 10036
Tel: (212) 278-0400
Fax: (212) 391-7550
wpelton@cooperdunham.com
ikavrukov@cooperdunham.com
gcarbo@cooperdunham.com

Attorneys for Defendants